

SHAPIRO ALAN C
Form 4/A
July 25, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAPIRO ALAN C

2. Issuer Name and Ticker or Trading Symbol
ADVANCED CELL
TECHNOLOGY, INC. [ACTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ADVANCED CELL
TECHNOLOGY, INC., 33 LOCKE
DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/09/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MARLBOROUGH, MA 01752

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.001	02/01/2010		A		437,494 <u>(1)</u>	A	<u>(1)</u> 4,588,312	I	See Note <u>(21)</u>
Common Stock, par value \$0.001	03/01/2010		A		424,736 <u>(2)</u>	A	<u>(2)</u> 5,013,048	I	See Note <u>(21)</u>
Common Stock, par	03/10/2010		A		5,000,000 <u>(3)</u>	A	<u>(3)</u> 10,013,048	D	

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value \$0.001							
Common Stock, par value \$0.001	03/31/2010	A	<u>882,604</u> (4)	A	<u>(4)</u>	10,895,652	I <u>See Note</u> (21)
Common Stock, par value \$0.001	04/01/2010	A	<u>416,229</u> (5)	A	<u>(5)</u>	11,311,881	I <u>See Note</u> (21)
Common Stock, par value \$0.001	05/01/2010	A	<u>447,376</u> (6)	A	<u>(6)</u>	11,759,257	I <u>See Note</u> (21)
Common Stock, par value \$0.001	06/01/2010	A	<u>584,310</u> (7)	A	<u>(7)</u>	12,343,567	I <u>See Note</u> (21)
Common Stock, par value \$0.001	07/01/2010	A	<u>473,649</u> (8)	A	<u>(8)</u>	12,817,216	I <u>See Note</u> (21)
Common Stock, par value \$0.001	08/01/2010	A	<u>593,662</u> (9)	A	<u>(9)</u>	13,410,878	I <u>See Note</u> (21)
Common Stock, par value \$0.001	09/01/2010	A	<u>559,979</u> (10)	A	<u>(10)</u>	13,970,857	I <u>See Note</u> (21)
Common Stock, par value \$0.001	10/01/2010	A	<u>683,273</u> (11)	A	<u>(11)</u>	14,654,130	I <u>See Note</u> (21)
Common Stock, par value \$0.001	11/01/2010	A	<u>798,184</u> (12)	A	<u>(12)</u>	15,452,314	I <u>See Note</u> (21)
Common Stock, par value \$0.001	12/01/2010	A	<u>554,845</u> (13)	A	<u>(13)</u>	16,007,159	I <u>See Note</u> (21)
Common Stock, par value	02/16/2011	A	<u>406,324</u> (14)	A	<u>(14)</u>	16,413,483	D

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\$0.001								
Common Stock, par value \$0.001	09/02/2011	A	<u>100,982</u> (15)	A	<u>(15)</u>	16,514,465	I	See Note (21)
Common Stock, par value \$0.001	11/02/2011	A	<u>500,000</u> (16)	A	<u>(16)</u>	17,014,465	I	See Note (21)
Common Stock, par value \$0.001	11/14/2011	A	13,846 <u>(17)</u>	A	<u>(17)</u>	17,028,311	I	See Note (21)
Common Stock, par value \$0.001	01/31/2012	A	<u>5,532,198</u> (18)	A	<u>(18)</u>	22,560,509	I	See Note (21)
Common Stock, par value \$0.001	03/30/2012	A	<u>125,000</u> (19)	A	<u>(19)</u>	22,685,509	I	See Note (21)
Common Stock, par value \$0.001	03/30/2012	A	<u>292,832</u> (20)	A	<u>(20)</u>	22,978,341	I	See Note (21)
Common Stock, par value \$0.001	06/29/2012	A	<u>509,720</u> (23)	A	<u>(21)</u>	23,488,061	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of

									Shares
Options	\$ 2.48	08/01/2005	A	50,000	08/01/2005	08/01/2015	Common Stock		50,000
Options	\$ 1.35	04/20/2006	A	50,000	04/20/2006	04/20/2016	Common Stock		50,000
Options	\$ 0.19	08/01/2011	A	500,000	08/01/2011	08/01/2021	Common Stock		500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAPIRO ALAN C C/O ADVANCED CELL TECHNOLOGY, INC. 33 LOCKE DRIVE MARLBOROUGH, MA 01752	X			

Signatures

/s/ Alan Shapiro 07/25/2012

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Issued in accordance with the terms of the 2006 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.09 per share, resulting in the issuance to the reporting person of 437,494 shares of Common Stock.
- (2) Issued in accordance with the terms of the 2006 Convertible Debenture and 2007 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.09 per share, resulting in the issuance to the reporting person of 424,736 shares of Common Stock.
- (3) Granted directly from issuer pursuant to the A.C.T. Holdings, Inc. 2005 Stock Option Plan.
- (4) Granted directly from issuer as compensation for Board of Director fees for 2010 and 2011, and 2010 annual retainer due Reporting to Person with 124,362 of the issued shares at a price per share value of \$.098 and 758,242 of the issued shares at a price per share of \$.091.
- (5) Issued in accordance with the terms of the 2007 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.09 per share, resulting in the issuance to the reporting person of 416,229 shares of Common Stock.
- (6) Issued in accordance with the terms of the 2007 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.09 per share, resulting in the issuance to the reporting person of 447,376 shares of Common Stock.
- (7) Issued in accordance with the terms of the 2007 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.07 per share, resulting in the issuance to the reporting person of 584,310 shares of Common Stock.
- (8) Issued in accordance with the terms of the 2007 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.08 per share, resulting in the issuance to the reporting person of 473,649 shares of Common Stock.
- (9) Issued in accordance with the terms of the 2007 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.06 per share, resulting in the issuance to the reporting person of 593,662 shares of Common Stock.
- (10) Issued in accordance with the terms of the 2007 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.07 per share, resulting in the issuance to the reporting person of 559,979 shares of Common Stock.

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- (11) Issued in accordance with the terms of the 2007 Convertible Debenture and 2008 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.06 per share, resulting in the issuance to the reporting person of 683,273 shares of Common Stock.
- (12) Issued in accordance with the terms of the 2008 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.05 per share, resulting in the issuance to the reporting person of 798,184 shares of Common Stock.
- (13) Issued in accordance with the terms of the 2008 Convertible Debenture. The Issuer effected the redemption using shares of Common Stock having a value of \$.07 per share, resulting in the issuance to the reporting person of 554,845 shares of Common Stock.
- (14) Granted directly from issuer as compensation for Board of Director fees for 2010 and 2011, and 2011 annual retainer due Reporting to Person with a price per share of \$0.1998.
- (15) Granted directly from issuer as compensation for Board of Director fees 2011 due to Reporting Person with an average price per share of \$0.1821
- (16) Granted directly from issuer as annual independent director compensation with a per share value of \$.1845.
- (17) Granted directly from issuer as compensation for Board of Director fees 2011 due to Reporting Person with a per share value of \$.1625.
- (18) Restricted shares issued directly from the Issuer pursuant to the anti-dilution provisions of certain convertible promissory notes and warrants in the Issuer owned by the Reporting Person.
- (19) Granted directly from issuer as annual independent director compensation with a per share value of \$.087.
- (20) Granted directly from issuer as compensation for Board of Director fees 2011 and 2012, and 2012 annual retainer due to Reporting Person with an average per share value of \$0.1117.
- (21) Issued to the Alan Shapiro & Diane Ronningen TTEES FBO Shapiro Family Trust UAD 9/25/89, of which the Reporting Person is a trustee.
- (22) Issued directly to the Reporting Person by issuer pursuant to the A.C.T. Holdings, Inc. 2005 Stock Option Plan.
- (23) Issued directly to Reporting person by issuer representing Board of Director fees for 2012 with a per share value of \$0.0749.

Remarks:

This amendment is being filed to correctly report that per share value in footnote 20 and to correctly report the expiration date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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